

EXHIBIT W

MERCHANDISE RIGHTS AGREEMENT

THIS MERCHANDISE RIGHTS AGREEMENT ("Agreement") is made as of the date set forth below ("Effective Date") by and between **WEC Productions, LLC**, a Nevada limited liability company d/b/a World Extreme Cagefighting® ("WEC") and Javier Vazquez ("Fighter").

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7.4 This Agreement has been delivered at and shall be deemed to have been made at Las Vegas, Nevada, and shall be interpreted, and the rights and liabilities of the parties hereto determined, in accordance with the laws of the State of Nevada. WEC and Fighter agree that the exclusive jurisdiction and venue for the resolution of any dispute arising from or relating to this Agreement shall lie in the Eighth Judicial District Court for the State of Nevada, sitting in Las Vegas, Nevada. Each of the parties hereto irrevocably consents to the service of process in any such proceeding by the mailing of a copy of the summons and complaint by first-class mail to such party in accordance with the notice provisions of this Agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the dates set forth below, the later of which shall be the Effective Date of this Agreement.

WEC PRODUCTIONS, LLC

Signature:



C.O.O.

Printed Name: KIRK D. HENDRICK

Title: CHIEF OPERATING OFFICER

Date: AUG 03 2009

FIGHTER

Signature:



Printed Name: Javier Vazquez

Date: 07-30-09

APPROVED BY:

Signature:


Ike Lawrence Epstein
Executive Vice President & General Counsel